

SunOpta Inc.  
Form 8-K  
September 25, 2009

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): September 24, 2009

Commission File No. **0-9989**

SUNOPTA INC.

(Exact name of registrant as specified in its charter)

**Canada**

(State or other jurisdiction of  
incorporation)

**0-9989**

(Commission File Number)

**Not Applicable**

(IRS Employer Identification No.)

2838 Bovaird Drive West

**Brampton, Ontario, L7A 0H2, Canada**

(Address of Principal Executive Offices)

(905) 455-1990

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

£ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

£

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

£ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

£ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 7.01

REGULATION FD DISCLOSURE

A copy of our September 24, 2009 press release relating to the agreement to settle all claims raised in the proposed class action proceedings arising from the Company's restatement of interim financial results is furnished as Exhibit 99.1 to this Form 8-K.

ITEM 9.01

FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit No.    Description

99.1            Press Release of SunOpta Inc., dated September 24, 2009, relating to the settlement of proposed class action proceedings.

The information in Item 7.01 of this Form 8-K and Exhibit 99.1 attached hereto is furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SUNOPTA INC.

By /s/ Eric Davis

Eric Davis  
Vice President and Chief Financial Officer

Date: September 25, 2009

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